



To the shareholders of NunaMinerals A/S

Notice is hereby given that, pursuant to Article 4 of the Articles of Association, the annual general meeting of NunaMinerals A/S will be held on Tuesday, 28 April 2009 at 15.00 at Center for Sundhedsuddannelser, Svend Jungep Aqquataa 2, 3900 Nuuk, with the following agenda:

1. Report from the Supervisory Board on the activities of the Company during the past year, including exploration activities and results.
2. Presentation of annual report for approval.
3. Resolution for the appropriation of profit or for the treatment of loss according to the annual report as approved.
4. Amendments to the Articles of Association.
5. Election of members to the Supervisory Board, including the Chairman.
6. Determination of the remuneration of the Chairman and the other members of the Supervisory Board.
7. Appointment of auditor.
8. Any other business.

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The final agenda will be posted on the Company's website, www.nunaminerals.com.

The agenda and the complete proposals will be available for inspection by shareholders at the Company's office not later than eight days prior to the general meeting, as required by Article 4.05 of the Articles of Association.

The annual report with the auditors' report is available for inspection at the Company's office, Issortarfimmut 1, 3900 Nuuk. The document will be sent to all registered shareholders who so request, as required by Article 4.05.

The share capital of NunaMinerals A/S is DKK 106,761,600.00 divided into shares of DKK 100.00 each or multiples thereof. Each share amount of DKK 100.00 carries one vote.

The business transacted at general meetings shall be decided by a simple majority of votes unless the Danish Public Companies Act or the Articles of Association provide special rules on representation and majority. In the event of equality of votes, election of board members, auditors and the like shall be settled by drawing of lots.

The voting right attached to shares acquired by transfer may only be exercised if the shareholder has had his shares recorded in the Register of Shareholders or has given notice of his acquisition and submitted appropriate documentation thereof not later than when the general meeting was convened.

Pursuant to Article 4.08 of the Articles of Association, only shareholders who have requested an admission card from NunaMinerals A/S, Issortarfimmut 1, P.O. Box 790, 3900 Nuuk, by telephone, +299 36 20 00, fax +299 36 20 10 or e-mail info@nunaminerals.com not later than on 23 April 2009 at 16.00 will be entitled to attend the general meeting.

Admission cards along with voting papers will be distributed at the door.



The print version of the Company's annual report will be forwarded to all shareholders recorded in the Register of Shareholders on 14 April 2009.

Nuuk, 8 April 2009

The Supervisory Board

The appendices will be available on our webpage www.nunaminerals.com on 14 April 2009. They will be emailed to you if you send an email to mm@nunaminerals.com



The complete proposals of the Supervisory Board:

Agenda item no. 1:

Proposal for approval of Supervisory Board report.

Agenda item no. 2:

Proposal for approval of the annual report.

Agenda item no. 3:

Proposal to carry forward loss.

Agenda item no. 4:

A.

Proposal to amend the Articles of Association according to the new draft articles forwarded as **appendix 1** from which the proposed amendments appear.

The new Articles of Association are attached (in clean form) as **appendix 2**.

Although the proposal covers a wide range of editorial alterations and linguistic amendments, attention should be drawn particularly to the following amendments:

Amendment of articles 3.A.01 and 3.A.03:

The amendment implies an extension until 27 April 2014 of the existing authority of the Supervisory Board to increase the Company's share capital, as well as a new authority to increase the Company's share capital with pre-emption rights to the Company's shareholders at a price below market price.

Amendment of article 9:

The amendment implies that election of members to the Supervisory Board takes place by a simple majority of votes.

B.

Amendment of the Company's general guidelines for incentive pay of the Executive Board and other executives:

The Supervisory Board proposes an amendment of the Company's general guidelines for incentive pay of the Executive Board and other executives. These new guidelines are attached as **appendix 3**.

C.

Authorisation to acquire treasury shares:

In the period until the next annual general meeting the Supervisory Board is authorised to acquire up to 10% of the Company's share capital at the market price prevailing at the time of acquisition subject to a deviation up to 10%.

Agenda item no. 5:

The Supervisory Board proposes that election of members to the Supervisory Board including the Chairman is carried through by a simple majority in compliance with article 9 of the new Articles of Association.

The present Supervisory Board consisting of Anton Marinus Christoffersen (Chairman), Carsten Michael Berger (Deputy Chairman), Kaare Vagner Jensen and Hans Kristian Karl Olsen all accept re-election.

The Supervisory Board proposes that the Supervisory Board is re-elected, including re-election of Anton Marinus Christoffersen as Chairman and election of Henning Skovlund Pedersen as a new member of the Supervisory Board.

A description of the Company's recruitment criteria as well as candidates is given on pages 6-9 below.

Agenda item no. 6:

The Supervisory Board proposes that their remuneration remains unchanged, i.e. DKK 250,000 for the Chairman, DKK 150,000 for the Deputy Chairman and DKK 100,000 for the ordinary board members.

Agenda item no. 7:

The Supervisory Board proposes reappointment of Deloitte Statsautoriseret Revisionsaktieselskab.



REQUEST FOR ADMISSION CARD

Request for admission card to the annual general meeting of NunaMinerals A/S to be held on
Tuesday, 28 April 2009 at 15.00 at
Center for Sundhedsuddannelser, Svend Jungep Aqputaa 2, 3900 Nuuk.

Requests for admission cards must be received by the Company not later than on **23 April 2009 at 16.00.**

VP Securities Services reference: _____

Request for admission card:

MARK WITH AN X

I/We hereby request an admission card and voting paper.

(Name of shareholder)
(Please use capital letters)

I/We hereby request an admission card and voting paper. I/We will be bringing an adviser.

(Names of shareholder and adviser).....
(Please use capital letters)

....., 2009
(place) (date)

.....
(Shareholder's signature and stamp (if any))

Please send the request for admission card to:

NunaMinerals A/S, Issortarfimmur 1, P.O. Box 790, 3900 Nuuk

The Company will not be held responsible for any postal delay.



PROXY FORM

You may use this proxy form to authorise either 1) the Supervisory Board to vote in accordance with its recommendations; 2) the Chairman of the Supervisory Board (or his duly appointed representative) to vote as per the instructions you have indicated in the table below; or 3) any other person to attend and vote your shares.

The proxy will apply to all business considered at the annual general meeting. If new proposals are submitted for a vote, including amendments or candidates not on the Agenda, your proxy may vote on your behalf as he or she thinks fit.

1) Recommendations by the Supervisory Board

If you wish to vote in accordance with the recommendations of the Supervisory Board as set out in the table below, simply date and sign the proxy form and return it to NunaMinerals by fax to +299 36 20 10. The Company will not be held responsible for any postal delay.

2) Your instructions

If you require the Chairman of the Supervisory Board (or his duly appointed representative) to vote as per your instructions, please tick the boxes in the table as appropriate, date and sign the proxy form and return it to NunaMinerals A/S by letter or by fax to +299 36 20 10. Please note that you cannot indicate your instructions below if you nominate another person as your proxy under item 3).

3) I wish to be represented by another person:

Agenda (shortened – the complete agenda appears from the notice).	Recommendation by the Supervisory Board	Your instructions		
		For	Against	Abstain
1) Report by the Supervisory Board.		NOT TO BE VOTED ON		
2) Approval of the annual report.	<i>To be approved</i>			
3) Appropriation of the profit or treatment of the loss.	<i>To be carried forward</i>			
4.a) Amendment of Articles in compliance with appendices 1 and 2.	<i>To be approved</i>			
4.b) Adoption of new guidelines for incentive pay of Executive Board and other executives in accordance with appendix 3.	<i>To be approved</i>			
4.b) The Supervisory Board is authorised to acquire the Company's treasury shares.	<i>To be approved</i>			
5) Election of members to the Supervisory Board, including Chairman.	<i>Re-election of all and election of Henning Skovlund Pedersen</i>			
6) Determination of remuneration of the Supervisory Board.	<i>Unchanged; DKK 100,000, however DKK 250,000 for the Chairman and DKK 150,000 for the Deputy Chairman</i>			
7) Appointment of auditor.	<i>Deloitte Statsautoriseret Revisionsaktieselskab</i>			
8) Any other business.		NOT TO BE VOTED ON		

I hereby authorise:

(Name and address of proxy – please use capital letters)

to attend the Company's annual general meeting to be held on 28 April 2009 on my behalf and to vote all of my shares.

....., 2009

(place)

(date)

.....

(Shareholder's signature)



Election of members to the Supervisory Board

Recruitment criteria for board members of NunaMinerals A/S

The Supervisory Board handles the general strategic management of NunaMinerals, whereas the day-to-day operations and implementation of the Company's strategic and financial objectives are left with the Company's Executive Board and executives.

The Supervisory Board of NunaMinerals has defined a number of general and overall requirements for the qualifications and experience of the Board that the Board must meet to be able to handle, in a satisfactory way, the overall management of the Company and to supervise and assume the function as active sparring partner to the Company's Executive Board.

NunaMinerals is a growing company with an interesting and attractive product portfolio with several projects in the late phases of development and a number of early-stage projects which are progressing well.

To ensure an ongoing healthy and controlled development of NunaMinerals, the Supervisory Board believes that it must possess the formal competences and experience within the following areas:

- Strategic business management, preferably at international level
- Knowledge of raw material exploration
- Formation of contracts and partnerships
- Law
- Business economics
- Thorough knowledge of business conditions in Greenland

It is the opinion of the Supervisory Board that it is broad-based and in a satisfactory way meets the listed requirements to the benefit of the Company's shareholders.

To ensure that the qualifications of the Supervisory Board always comply with the Company's needs, the work of the Supervisory Board is subject to a yearly review and evaluation. Moreover, the qualifications that the Supervisory Board needs in relation to the Company's expected development are mapped out.

In connection with the recruitment of new Board members, the Supervisory Boards aims at focusing on candidates who can further strengthen the qualifications of the Supervisory Board in respect of the listed requirements.



Presentation of nominated candidates:



NAME:

Anton Marinus Christoffersen, Chairman (born in 1943, elected to the Supervisory Board and appointed Chairman in 2007).

POSITION:

Managing Director of Nuuk Golfbane ApS.

QUALIFICATIONS/EDUCATION:

BSc in Electronic Engineering from the Engineering College of Aalborg, Denmark. For almost 20 years Managing Director of Tele Greenland A/S.

OTHER DIRECTORSHIPS:

Member of the Supervisory Boards of Nordatlantisk Venture A/S and Kilde A/S Automation.

BOARD INDEPENDENCE:

Meets the definition of board independence of the Committee on Corporate Governance.



NAME:

Carsten Michael Berger, Deputy Chairman. (Born in 1957, elected to the Supervisory Board in 2005 and appointed Deputy Chairman in 2007).

POSITION:

Managing Director of Rudersdal A/S a.o.

QUALIFICATIONS/EDUCATION:

Qualified state-authorized estate agent with management expertise and experience within property and corporate finance, property management, real estate brokerage and mergers and acquisitions.

OTHER DIRECTORSHIPS/EXECUTIVE FUNCTIONS:

Chairman of the Supervisory Boards of Mols-Linien A/S, Thor Harmon K/S, Herning Shipping I K/S, TI Guardian K/S, Shipping Invest II K/S, K/S Butikcenter Århus and Derma Pharm A/S. Member of the Supervisory Boards of Rudersdal A/S, Rudersdal Invest ApS, K/S Maria J, Egehøjgård Ejendomme A/S, T 3 M A/S, K/S Cala Pinar Shipping, Arena Nordsjælland A/S, Komplementarselskabet Rødovre – 2000 ApS, Malou Theresa K/S and Vesteraalens AS, Norway. Managing Director of Egehøjgård Ejendomme A/S, TA Invest 12 ApS, Komplementarselskabet Rødovre – 2000 ApS, Arena Nordsjælland A/S, Strontin ApS, Grouville ApS, Toldbodhus ApS, Rudersdal 1 ApS, 25. marts 1992 ApS, Rudersdal Trading ApS, Rudersdal A/S, Rudersdal Invest ApS and Rudersdal EOOD, Bulgaria.

BOARD INDEPENDENCE:

Does not meet the definition of board independence of the Committee on Corporate Governance, due to his position as principal shareholder.



NAME:

Kaare Vagner Jensen, member of the Supervisory Board. (Born in 1946, elected to the Supervisory Board in 2006).

POSITION:

Managing Director of N & V Holding ApS a. o.

QUALIFICATIONS/EDUCATION:

Educated marine engineer and an engineer officer in the Royal Danish Marine and has subsequently served in a large number of top management positions in the Asea Brown Boveri Group and in the Daimler-Benz Group. He also possesses extensive expertise in and is the owner of a number of companies in the shipping industry. Moreover, he is a member of the Danish Academy of Technical Sciences.

OTHER DIRECTORSHIPS/EXECUTIVE FUNCTIONS:

Chairman of the Supervisory Boards of Erria A/S and Strandøre Invest A/S. Deputy Chairman of Banedanmark and Saigon Shipping J/S Company. Member of the Supervisory Boards of Mols-Linien A/S, Riegens A/S, Riegens Investment A/S, Derma Pharm A/S, Nordatlantisk Venture A/S, K/S Filippa Shipping, K/S Karoline Shipping, Saigon Shipping J/S Company and Plumrose Latinoamericana C.A. Managing Director of N & V Holding ApS, N & V Ejendomme ApS, Fyns Shipping I ApS and Fyns Shipping II ApS.

BOARD INDEPENDENCE:

Meets the definition of board independence of the Committee on Corporate Governance.



NAME:

Hans Kristian Karl Olsen, member of the Supervisory Board (born in 1955, elected Board member in 2007).

POSITION:

Managing Director of Nunaoil A/S

QUALIFICATIONS/EDUCATION:

Hans Kristian Karl Olsen has previously served as an Exploration Geologist with Nunaoil A/S – the predecessor of the Company – and as Deputy Head and Chief Geologist in the Greenland Bureau of Minerals and Petroleum, and also as Deputy Head of Greenland Resources A/S.

OTHER DIRECTORSHIPS/EXECUTIVE FUNCTIONS:

Member of the Supervisory Board of Quadra Mining A/S. Managing Director of Nunaoil A/S. Member of KVUG (the Commission for Scientific Research in Greenland).

BOARD INDEPENDENCE:

Meets the definition of board independence of the Committee on Corporate Governance.



NAME:

Henning Skovlund Pedersen (born 1950)

POSITION:

CFO of Bikubenfonden and other foundations

QUALIFICATIONS/EDUCATION:

Holds an MSc (Economics) from the University of Aarhus, Denmark. Further management education in strategy, general management, professional competencies and staff management at i.a. Insead and IMD. Previously Managing Director of the holding company of Realdanmark Group/BG Bank. For a number of years as external business school associate professor teaching Strategy and M&A.

OTHER DIRECTORSHIPS:

Member of the Board of Skælskør Bank (Deputy Chairman), Enkotec A/S (Deputy Chairman), Glunz og Jensen A/S (Deputy Chairman), Nordic Corporate Investment A/S, Investeringsforeningen Mermaid Nordic, Bikuben Foundation New York Inc. and member of the Investor Board i LD Equity I.

BOARD INDEPENDENCE:

Meets the definition of board independence of the Committee on Corporate Governance.